



New Era Energy & Digital Secures Full Ownership of Texas Critical Data Centers Through Binding Agreement, Completes 203-Acre Land Acquisition Expanding TCDC Campus in Ector County, Texas

MIDLAND, Texas— December 23, 2025. New Era Energy & Digital, Inc. (Nasdaq: NUAI) (“New Era” or the “Company”), a developer and operator of next-generation digital infrastructure and integrated power assets in the Permian Basin, today announced that it has entered into a binding agreement to acquire Sharon AI’s 50% ownership interest in Texas Critical Data Centers LLC (“TCDC”). Upon closing, the transaction will result in New Era owning 100% of the development. TCDC is the Company’s flagship 1+ gigawatt hyperscale data center development located in Ector County outside Odessa, Texas.

Under the binding agreement, New Era will acquire Sharon AI’s entire 50% ownership interest in TCDC for total consideration of \$70 million, structured across a combination of cash, equity, and a senior secured convertible promissory note, as disclosed in the Company’s Current Report on Form 8-K filed in connection with the transaction.

The \$70 million consideration is structured as follows:

1. Cash Consideration. An upfront cash payment of \$10 million, expected to be financed through loans or other non-equity financing arrangements. This component does not involve the issuance of New Era equity and is expected to be non-dilutive to existing shareholders.
2. Deferred Equity Consideration. A one-time deferred equity issuance with a fixed value of \$10 million, payable on March 31, 2026, representing a time-defined equity obligation with dilution limited by the fixed value and deferred settlement.
3. Promissory Note Consideration. A \$50 million senior secured promissory note maturing June 30, 2026, of which \$40 million of the principal amount constitutes non-convertible debt. This instrument provides for a limited equity conversion right, rendering the financing minimally dilutive at the corporate level.

The transaction is subject to customary approvals, and New Era will provide additional updates as the transaction advances and commercial discussions continue to progress.

Upon closing, the transaction will bring TCDC under a single ownership structure as it enters its next phase of development. Management believes full ownership, combined with a strategic shift from a neocloud model to a “pick-and-shovel” approach, will support faster execution, clearer decision-making, and durable long-term value creation.

In parallel with the ownership agreement, New Era has also closed on the acquisition of an additional 203 contiguous acres adjacent to the TCDC site. The purchase expands the

total development footprint to 438 acres, strengthening TCDC's ability to support a large-scale, multi-phase 1+ gigawatt AI and HPC campus. Over the past twelve months, the project has advanced materially across land aggregation, engineering, power interconnection studies, and commercial engagement, with these workstreams progressing in parallel.

E. Will Gray II, CEO of New Era Energy & Digital, commented: "This buyout was structured to minimize dilution while maximizing our operational flexibility. Full ownership allows us to align capital with development, accelerating the project's execution and creating stronger long-term value for NUAI shareholders. We appreciate our partnership with Sharon AI, which was instrumental in advancing the TCDC project to this stage. As the campus now moves from planning into execution, we believe a simplified ownership structure is the right next step."

About New Era Energy & Digital, Inc.

New Era Energy & Digital, Inc. (Nasdaq: NUAI) is a developer and operator of next-generation digital infrastructure and integrated power assets. With a growing portfolio of strategically located, vertically integrated resources including powered land and powered shells, the Company delivers turnkey solutions that enable hyperscale, enterprise, and edge operators to accelerate data center deployment, optimize total cost of ownership, and future-proof its infrastructure investments. For more information, visit: www.newerainfra.ai, and follow New Era Energy & Digital on [LinkedIn](#) and [X](#).

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Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements." Forward-looking statements reflect the current view about future events. When used in this press release, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Such statements include, but are not limited to, statements contained in this press release relating to our business strategy, our future operating results and liquidity and capital resources outlook. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation: (a) our ability to effectively operate our business segments; (b) our ability to manage our research, development, expansion, growth and operating expenses; (c) our ability to evaluate and measure our business, prospects and performance metrics; (d) our ability to compete, directly and indirectly, and succeed in a highly competitive and evolving industry; (e) our ability to respond and adapt to changes in technology and customer behavior; (f) our ability to protect our intellectual property and to develop, maintain and enhance a strong brand;

and (g) other factors (including the risks contained in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024). Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.